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BALDWIN COUNTY, ALABAMA
JUDGE ADRIAN T. JOHNS
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STATE OF ALABAMA
BALDWIN COUNTY

**FIRST AMENDMENT TO THE
DECLARATION OF CONDOMINIUM
OF
THE OCEANIA, A CONDOMINIUM
825 West Beach Boulevard
Gulf Shores, Alabama 36542**

That certain Declaration of Condominium of The Oceania, a Condominium, dated the 18th day of August, 2006, and recorded in the Probate Office of Baldwin County, Alabama, on August 21, 2006, as Instrument Number 995517, is hereby amended by *deleting* Article Twelve of said declaration, in its entirety, and substituting in its place and stead, the following:

ARTICLE TWELVE
Restrictions on Use, Occupancy and the Like

1. Restrictions on Use - The units and the common elements shall be restricted to residential uses, only. A unit may be used for business purposes so long as such business or use, in the sole discretion of the owners' association and/or the City of Gulf Shores, Alabama, does not violate applicable zoning laws or the provisions of this declaration or the bylaws of the association, does not create a nuisance or disturbance and does not involve customers or clients entering into or parking within or near the condominium property. The association may issue rules regarding permitted business activities. Nothing herein shall be construed to permit the time sharing of any unit, which is expressly prohibited elsewhere in this declaration.

2. Restrictions on Occupancy - All units shall only be occupied by a single party at any one time, and at no time shall any portion of any unit be occupied by a separate party. No unit may be occupied at any one time by a number of persons in excess of the number permitted by the applicable zoning ordinance.

3. Restrictions on Renting and Leasing - [AMENDED TO READ AS FOLLOWS]:

3. Provision Against Subdivision - The units of The Oceania, a Condominium, may not be subdivided.

4. Provision Against Amendment - [DELETED].

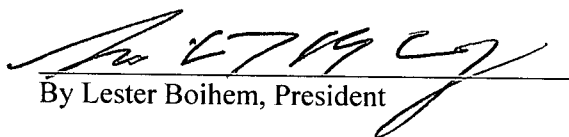
5. Restrictions on Alienation - There are no restrictions on alienation of the units.

6. Rules and Regulations - The unit owners' association may adopt reasonable rules and regulations for the condominium, in accordance with provisions therefor in its bylaws, the enforcement of which shall be as prescribed within said rules and regulations. It shall be the duty of each unit owner to familiarize himself or herself with the rules and regulations, and to make copies thereof available to everyone on the premises with his or her permission. The posting of a set of the rules and regulations permanently within a unit in a visible place shall be a sufficient compliance with this requirement. Unit owners shall be responsible to the unit owners' association and to the other owners for violation of the rules and regulations by those occupying their units with their permission. If any rule or regulation becomes the subject of litigation in any court, the losing party shall pay the attorney's fees of the prevailing party.

The undersigned, as president of The Oceania, a Condominium, Owners' Association, Inc., hereby certifies that one hundred percent (100%) of the unit owners of The Oceania, a Condominium, have agreed to this amendment and have authorized the undersigned to execute and record it. In public meeting assembled on December 17, 2007, the City Council of the City of Gulf Shores authorized the adoption of this amendment.

IN WITNESS WHEREOF, The Oceania, a Condominium, Owners' Association, Inc. The Oceania Condominium, L.L.C., an Alabama non-profit corporation, has caused this declaration to be executed by Lester Boihem, its President, this the 17 day of December, 2007.

THE OCEANIA, A CONDOMINIUM,
OWNERS' ASSOCIATION, INC.

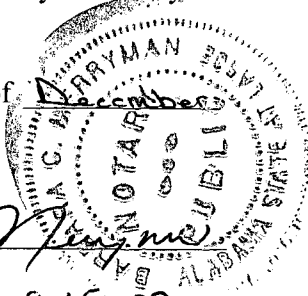
 (SEAL)
By Lester Boihem, President

STATE OF ALABAMA
BALDWIN COUNTY

Corporate Acknowledgment

I, the undersigned authority, in and for said county, in said state, hereby certify that LESTER BOIHEM, whose name as President of THE OCEANIA, A CONDOMINIUM, OWNERS' ASSOCIATION, INC., is signed to the above and foregoing instrument, and who is known to me, acknowledged before me on this date that, being informed of the contents of the instrument he, as such officer and with full authority, executed the same voluntarily on the day the same bears date, for and as the act of the said corporation and its members.

Given under my hand and official seal this the 17 day of December, 2007.


Barbara C. D'Amico
Notary Public
My Commission Expires 8-15-09